

# Minutes of the annual general meeting (AGM) of Resolution Institute

ABN: 69 008 651 232

Held on 30 November 2017

At Level 1, 13-15 Bridge Street, Sydney; and

ZOOM web conference



## Present (Level 1, 13-15 Bridge Street, Sydney)

Jeremy Bluhm	Fiona Hollier	Graeme Robinson
Laurence Boule	Rosemary Howell	Jennifer Scott
Alysoun Boyle	Stephen Lancken	Siddharth Soin
Mieke Brandon	Alan Limbury	Gary Ulman
Lynora Brooke	Janice McLeay	
Margaret Halsmith	Ellie Pietsch	
Phillip Hart	Chris Pitts	

## Present (ZOOM web conference)

Stuart Barr	John Fisher	Su Lloyd
Deborah Black	Michael Hunt	Simon Roughton
Trevor Donnelly	Jeanette Kinahan	

## In attendance

Fiona Hollier	Robert Grima	
Catherine Cooper	Phillip Millen	
Hannah Baral	Sue Ahyee	
Hayley Jarick	Shruthi M	

## Apologies

The meeting commenced at 5.47pm. The Chair, Margaret Halsmith, declared a quorum.

### 1. WELCOME

The Chair warmly welcomed members and staff to the Annual General Meeting of Resolution Institute.

The Chair introduced current Directors in attendance at the meeting as

- Alysoun Boyle
- Gary Ulman
- Siddharth Soin
- Jeanette Kinahan (web conference)
- John Fisher (web conference)

and invited members to sign the attendance register and to record apologies.

The Chair welcomed attendees via web conference for the first time at a Resolution Institute AGM.

The Chair explained that Resolution Institute had received 84 proxies for voting at the meeting. 48 of which were directed to the Chair, 26 were directed to Jeanette Kinahan, and 4 were directed to Margaret Halsmith. It was noted a scrutineer, Hayley Jarick, was present if required.

The Chair declared the appointment of returning officer as Hayley Jarick.

The Chair declared that voting for election of Directors closed at 5.52pm.

### 2. MINUTES OF ANNUAL GENERAL MEETING HELD ON 28 NOVEMBER 2016

The minutes of the Annual General Meeting held on 28 November 2016 were taken as read.

Motion 1: That the minutes of the Annual General Meeting of Resolution Institute, held Monday 28 November 2016 be confirmed as a true and correct record of that meeting with one amendment. In Section 2 Minutes of

AGM held 26 November 2016; body text and motion refers to the year 2015 and should read 2016.

Moved Alysoun Boyle, seconded Ellie Pietsch. CARRIED.

### 3. MATTERS ARISING OUT OF MINUTES

No matters arising from the Minutes were raised.

### 4. REPORTS

#### 4.1 Chair's Report

The Chair, Margaret Halsmith, welcomed to the 2017 Annual Report of Resolution Institute. Margaret noted, the Vision of Resolution Institute is 'to contribute to a world where people resolve conflicts well' and there has been continuous significant, exciting and unpredictable changes in the world of dispute resolution over the past decades.

Margaret reflected that according to the 2017 Global Peace Index, produced by the Institute for Economics and Peace, the world became a little more peaceful during the last year and that this 2017 result has been an anomaly as the last decade has been significantly less peaceful than the previous decade. This means there is a growth of 'peace inequality' between the most and the least peaceful countries. This leaves a clear huge scope for Resolution Institute to lead excellence in resolution in order to continue to contribute to a world where people resolve conflicts well.

Margaret reflected that dispute resolution has long since become mainstream, appropriately shifting the focus from the question of need for such processes to that of the quality of participants' experiences in their participation. Members have developed communities of practice among colleagues where lively discussion takes place, spurred by the excitement and unpredictability of the times. It is in these ways, practice and professionalism, that Resolution Institute has been leading excellence in resolution for a long time.

Margaret reflected on her experiences since she became a member in 1999, a Director in 2004 and Chair in 2007; noting that this was her eleventh and last Chair Report.

On becoming a member in 1999 Margaret noted she was aware of the importance, to clients and to herself both personally and professionally of belonging to a membership organisation. She noted she sought a membership association that was excited by the possibilities of ADR and that was progressive and inclusive in their approach.

Margaret reflected that her motivation for joining the board and her lasting impression of members and staff of Resolution Institute throughout Australia and New Zealand, was altruism. *"To have been a member since 1999 has been to be part of a passionate, dedicated, innovative, collegial and resilient community of practice in which individual uniqueness is valued and belonging is welcomed."*

On behalf of members and the Board, Margaret commended the staff for their individual and collective accomplishments and thanked them. Margaret reflected over the almost 20 years since she became a member, staff have moved on and others have joined the team; roles and priorities have changed and meanwhile the friendliness, the diligence and the commitment of the staff, individually and collectively, have been a constant.

Margaret noted, the Executive Team of Fiona Hollier, CEO and General Managers, Catherine Cooper (NZ), Hannah Pia Baral (Aus) and Hayley Jarick (Aus) are responsible for all that members read in her Report and that the Reports are the cumulative results of Fiona's leadership during a continuous period of significant change.

Margaret gave a tribute to CEO Fiona Hollier noting her open and inquisitive mind, evidence-based decision-making in the interests of the members of Resolution Institute, leadership and independent thinking.

Margaret reflected that Resolution Institute is fortunate indeed to have such a dedicated competent executive team noting that the CEO and the General Managers comprise an energetic, interdependent executive team that consistently demonstrates having the Mission, Vision and Objects of Resolution Institute "flowing through

their veins and the Values at their fingertips”.

Margaret reflected that she admired the adaptability and enjoyed the company of staff.

Margaret noted that she aspires to follow the examples of two immediate past Chairs, Rowena McNally and Michael Mills, by remaining very active in the dispute resolution space and supportive of Resolution Institute.

Margaret gave a very heart-felt thanks to her husband Malcolm.

Margaret also thanked each Director and the 2015-2017 Board collectively, particularly acknowledging Vice Chair, Mark Beech. Margaret noted that members will be pleased to know that this has been a Board which has, on members’ behalf, kept excellence in governance front and centre in its deliberations and decision making.

#### **4.2 Honorary Treasurer's report including discussion of the Statutory Accounts, Directors' and Auditor's Reports**

The Treasurer, Siddharth Soin, noted the 2016-17 financial year resulted in a year-end result pleasingly better than budget achieved from ongoing careful Board scrutiny and staff efforts to maximise revenue and contain costs, while delivering a broad suite of services to members, and to other valued stakeholders.

Sid noted that the auditor, RP Campbell Associates Pty Limited, had completed its audit of the financial statements for the year ended 30 June 2017 and had issued an unqualified audit opinion. The subsequent audit management letter contained nothing material to bring to the Board or Management’s attention.

Highlights from 2016-17 financial year results included;

- Operational deficit limited to \$22,345.
- Adding back the non-cash items provided a positive operational cash flow of \$22,655.
- An investment of \$68,110 in strategic development projects brought the net deficit to \$90,455.
- Gross revenue had a year on year increase of 4.5%.
- Revenue from the training courses had a year on year increase of 3%.
- Membership revenue had a year on year increase of 2.8%.
- Operating expenditure had a year on year increase of 3.8%.
- Operating costs for 2016-17 included a non-recurring cost of \$14,300 for financial planning advice.
- Also audit Fees expensed for 2016-17 included audit fees for 2015-16 and 2016-17 to bring audit fees into alignment with the financial year the audit relates to.

Sid noted the most significant strategic development investment related to the setup of webinars as a member service. The investment of \$71k for this project was offset by \$19k of income derived from the webinars.

Sid noted the outlook for 2017-18 is for a small surplus.

Sid paid tribute to the previous Treasurer, David Watt, noting David’s voluntary 9-year contribution.

Sid acknowledged the efforts of the Resolution Institute CEO, Fiona Hollier, and her team in both the Wellington and Sydney offices to achieve the financial results.

#### **4.3 Chief Executive Officer's report**

The CEO, Fiona Hollier, noted that the Resolution Institute mission, Leading excellence in resolution, articulates the underpinnings of Resolution Institute service delivery, forms the central theme for the *2017 Annual Report* as well as provides a yardstick by which staff assess decisions, projects and tasks.

Fiona noted that “leading” compels Resolution Institute to embrace its ability to influence based on its scale, its longevity and its status as a not-for-profit organisation with an inspiring vision for community well-being beyond the interests of its members: A world where people resolve conflicts well. Fiona noted that this vision has been the motivator for many of our members to become dispute resolution professionals and that it helps to create and sustain the Resolution Institute community of practitioners.

Fiona noted that “excellence” needed to be central to our efforts in order to provide empowering, fair, cost-effective and efficient options for people to access justice. Resolution Institute demonstrated excellence at the Global Pound Conference (GPC) Series of 2016-17 where Resolution Institute hosted conferences in Sydney and Auckland promoting the use of DR and the delivery of high-quality DR.

Fiona in introducing the *2017 Annual Report* thanked project officer, Nivedita Dangwal, for her contribution to producing a rejuvenated annual report. Fiona noted key aspects of the report including the grouping of services into six main areas in which we lead to deliver excellence – promoting standards, providing professional learning, influencing, communicating, providing professionals and engaging members.

Professional communities thrive when purpose is clear and when knowledge, experience and goodwill come together, as they do in Resolution Institute.

Fiona thanked staff for their support and their commitment to provide excellence in service to our members.

Fiona thanked volunteers including Directors, chapter committee members, Special Interest Group committee members, local event presenters and webinar presenters.

Fiona also thanked retiring Chair, Margaret Halsmith for leading Resolution Institute with integrity, wisdom and goodwill for more than ten years. Fiona commended Margaret for:

- her tireless efforts in the best interests of the Resolution Institute community of professionals,
- her conscientious attention to matters before the Board, to issues that arise for the office and to the broader questions with which the DR community is grappling
- being a “constant” in the periodic ups and downs of being CEO

Fiona expressed her gratitude for the grace and good humour with which Margaret blended being a critical coach with wise advisor, thoughtful mentor, rigorous challenger and insightful encourager.

#### **4.4 Comments and questions from members about the Reports**

##### **4.4.1 Question from member, Jeremy Bluhm**

Jeremy noted that

- Resolution Institute’s commitment to excellence was obvious;
- Professional Membership annual fee had been rising for the last 5 years with the most recent year rising 22% with no explanation given; and
- Resolution Institute has reported a deficit for multiple years drawing on cash reserves.

Jeremy questioned whether the Board considered these matters to be a concern. Jeremy informed the meeting that he will be presenting a letter on this topic to the Board in time for the March meeting.

In response, the CEO noted that this years’ deficit was the result of the commencement of the webinar strategic project that required investment from reserves. The CEO also commented that she considered that the Board would welcome Jeremy’s letter next year.

##### **4.4.2 Question from member, Stephen Lancken**

Steve acknowledged David Watt, immediate past Treasurer, for his professionalism and integrity while he was in the role. Steve also thanked Margaret Halsmith for her fantastic service to the organisation notably in the position of Chair.

Steve shared his perception that:

- Training brought in \$1.8 million in revenue for Resolution Institute;
- Resolution Institute’s tax concessions as a charity enable it to operate at a margin of 20%;
- Resolution Institute’s choice to operate as a training organisation lowers the market price for training courses and stops members from being able to operate in this space;
- Resolution Institute paid on average \$31,000 to 14 trainers as well as provided promotional advantages to these members.

Steve questioned the implications of these circumstances for Resolution Institute members. In response, Margaret Halsmith acknowledged that the Board had considered operating in the training industry on a least 4

occasions throughout her time on the Board. Margaret noted that the decision to continue to provide training had historically included key factors including the nature of the training (being generalised), Resolution Institute's objective to ensure training was available at a high standard and that training provides significant revenue for Resolution Institute operations. Margaret added that she considers that the Board will continue to be attentive to this issue as changes occur in the dispute resolution field.

#### 4.4.3 Question from member, Deborah Black

Deborah questioned some of the results from the financial report specifically:

- \$20,000 increase in bank fees;
- \$42,000 increase in debtors; and
- \$5500 increase in bad debts.

In response, Finance Officer, Robert Grima and the CEO noted that:

- \$25,000 was spent on Financial Planning Advice (see Treasurers Report) and was accounted for as bank fees;
- Increase in debtors correlates with an increase in sales to government departments (particularly in New Zealand) who generally pay their account between 30-45 days;
- Bad debts related to historical training fees from 3 to 4 years ago.

#### 4.4.3 Question from member, Jennifer Scott

Jennifer noted the \$71,000 investment in the webinar program and questioned whether it was planned to balance the budget over the coming year.

In response, the CEO noted that the plan is to generate a return on investment from the webinar program over 3 years. Fiona also noted that the webinar program figures in the annual report only reflect activity up to June 2017 where the rate of courses was approximately 1-3 webinars per month. At present there are approximately 3-4 webinars per month.

### **Motion 2: That the 2017 Chair's Report, the 2016-2017 Financial Statements, the Directors' and Auditors' Reports, the Directors' Declarations and the 2017 CEO's Report be accepted.**

Moved Jennifer Scott, seconded Mieke Brandon. CARRIED.

## 4. ELECTION OF DIRECTORS 2017-2019

The Chair noted

- Resolution Institute received 17 nominations for Director in the 2017 election of the Board,
- Each nominee provided a statement to assist members in voting,
- Each nominee was nominated and seconded by a valid member of Resolution Institute, and
- No nominees were listed on ASIC's banned or disqualified list.

The Chair noted that Directors were elected in accordance with section 6.4 e) of Constitution of Resolution Institute.

The Chair declared that the Board of Directors for 2017-2019 will be:

	<b>Section 6.4 e) role</b>	<b>Candidate</b>
<b>1</b>	Australian State or Territory 1 – Vic	Jeanette Kinahan
<b>2</b>	Australian State or Territory 2 – Qld	Russell Thirgood
<b>3</b>	Australian State or Territory 3 - NSW	Gary Ulman
<b>4</b>	Australian State or Territory 4 – WA	Sarah Blake
<b>5</b>	Australian State or Territory 5 - ACT	Alysoun Boyle
<b>6</b>	New Zealand 1	Mark Beech
<b>7</b>	New Zealand 2	Hayden Wilson
<b>8</b>	not elected as above and received the most votes	Siddharth Soin
<b>9</b>	not elected as above and receive the second highest number of votes	Ben Thomas

5. GENERAL BUSINESS

No General Business was raised.

6. VOTE OF THANKS

The Chair thanked outgoing Board members for their commitment and specifically thanked those present for their attendance at the AGM.

The Chair thanked staff for attendance and preparations for the AGM.

The Chair thanked attendees for their participation in the AGM and specifically thanked those who attended online for the first time.

Alysoun Boyle gave a vote of thanks to outgoing Chair Margaret Halsmith noting the end of an era and presented Margaret with a gift on behalf of the Board.

Alysoun reflected on Margaret's history with LEADR and then Resolution Institute noting Margaret was LEADR's first non-lawyer Chair, Margaret's 11-year term as Chair was the longest uninterrupted Chairship and Being from WA, Margaret broke the myth that the 'east runs everything'. Alysoun noted that Margaret is known for living her values, reframing issues, her inclusive and collaborative leadership and always acting in the best interest of the members of Resolution Institute.

Rosemary Howell gave a vote of thanks to outgoing Chair Margaret Halsmith and presented Margaret with a gift, a wisteria basket. Rosemary noted that she made the basket from the wisteria plants growing on her property where they are renowned for not knowing when to stop. Rosemary noted she hoped her gift encouraged Margaret to continue her renowned perseverance.

There being no further business the Chair declared the meeting closed at 7.14pm.

Signed as a true record

Chair

Date